

CERTIFICATE OF INCORPORATION* OF GOVERNMENT SERVICES, INC.

We, the undersigned, of full age, citizens of the United States, and a majority citizens of the District of Columbia, do hereby associate ourselves for benevolent and charitable purposes and for mutual improvement to establish a corporation under and by virtue of the provisions of Sub-Chapter Three, Chapter XVIII of the Code of Law for the District of Columbia, and under and by virtue of any acts of Congress amendatory thereof, for the purposes and under the corporate name hereinafter mentioned. To that end we hereby certify as follows:

1. The name of such corporation shall be Government Services, Inc.
2. The term for which it is organized shall be perpetual.

3. The particular business and objects of the corporation shall be as follows:

(a) To operate cafeterias and newsstands in Federal buildings, for Federal employees, to render first aid in case of sickness or accident, to assist government employees in cases of emergency or distress along recognized lines of welfare work, to conduct tourist camps, bathing pools, and to provide lunch and refreshment stands and recreational facilities of all kinds for said employees and for the general public, with a view to helping the proper government officials to the fullest extent practicable to develop possibilities of the Federal buildings and Federal property in the United States for the health, safety and general welfare of government employees, and of such of the public as may be legally admitted thereto, by furnishing all service at minimum cost, with least exposure, and with special care for the health, comfort and convenience of all participating.

(b) In the conduct of said business, the charges are to be made as low as practicable to safely maintain the credit required for its operation, and any additional profits realized to be expended in additional plant, equipment or supplies for the above purposes, and the extension of such business and facilities; no part of the profits to inure, in any event, to private gain, except in so far as payments are made in the usual manner as wages and remuneration for services to employees of the Corporation.

(c) The Board of Trustees shall have the authority to enter into contracts or less formal agreements through such officer of the Corporation as they may designate, with the appropriate executive officials to determine the conditions under which the business or facilities to be provided may operate;

(d) Whenever, in the opinion of the trustees, any of the agencies, business or recreational facilities of the Corporation can no longer be successfully operated for the benefit of the government employees, or the public, such agency, business or facility may be discontinued and its funds used in the manner prescribed in paragraph (b);

(e) To borrow money and do any lawful act which is necessary or proper to accomplish the purpose of incorporation.

*As amended March 7, 1935, June 22, 1944, and February 28, 1945.

4. The number of trustees who shall manage the affairs of the Corporation for the first year of its existence shall be seven.

5. The Corporation may be dissolved by an affirmative vote of two-thirds of all active members. In the event of the dissolution of the Corporation, whether it be voluntary or involuntary, the assets remaining after all of the obligations and indebtedness have been fulfilled and paid or satisfied, shall be given and donated to the Federal Government for such disposition as shall be directed by the Congress in enabling legislation. In dissolving the Corporation, all outstanding obligations, debts, and expenses shall, as far as possible, be paid out of existing cash and securities, and all other property and equipment shall be held in kind in order that Congress may, if it so desires, accept the assets in such form and continue them in the same uses and for the general aims and purposes as set forth in paragraph 3 (a).

WITNESS our signatures and seals, this 28th day of December, 1926.

| | | |
|---------------------|--------|-------------------------------|
| NETTIE N. BENSON | | |
| U.S. GRANT 3RD | (SEAL) | |
| | | Resident of Washington, D. C. |
| E. F. PRICE | | |
| CAREY H. BROWN | (SEAL) | |
| | | Resident of Washington, D. C. |
| H. A. JONES | | |
| M. H. PARSONS | (SEAL) | |
| | | Resident of Washington, D. C. |
| F. D. OWEN | | |
| E. F. CONCKLIN | (SEAL) | |
| | | Resident of Washington, D. C. |
| H. R. OWEN | | |
| FRANK W. HOOVER | (SEAL) | |
| | | Resident of Washington, D. C. |
| H. A. JONES | | |
| ALBERT CLYDE-BURTON | (SEAL) | |
| | | Resident of Washington, D. C. |
| R. O. JENNINGS | | |
| ALEX. B. EADIE | (SEAL) | |
| | | Resident of Washington, D. C. |

DISTRICT OF COLUMBIA, SS:

I, Fredk. W. Surguy, a Notary Public in and for the District aforesaid, DO HEREBY CERTIFY that: U. S. Grant 3rd, Carey H. Brown, M. H. Parsons, E. F. Concklin, Frank W. Hoover, Albert Clyde-Burton, and Alex. B. Eadie, parties to the foregoing Certificate of Incorporation, bearing date the 28th day of December 1926, and whose names are signed thereto, personally appeared before me in said District, and, being personally well-known to me as the persons who executed the said certificate, acknowledged the same to be their act and deed.

GIVEN, under my hand and notarial seal, this 28th day of December 1926.

FREDK. W. SURGUY

(NOTORIAL SEAL)

Notary Public, D. C.

My commission expires February 12, 1930.

MINUTES OF SPECIAL MEETING OF BOARD OF TRUSTEES

May 21, 1945

New Name * * * "Government Services, Inc." was declared by the President to replace the name "Welfare and Recreational Association of Public Buildings and Grounds, Inc.," effective July 1, 1945.

I hereby certify that the above is an exact excerpt from the Minutes of the Special Meeting of the Board of Trustees, held on May 21, 1945.

F. W. HOOVER

Secretary

GOVERNMENT SERVICES, INC.

By-Laws of Government Services, Inc. formerly Welfare and Recreational Association of Public Buildings and Grounds, Inc., adopted at the meeting of that Organization held at Washington, D. C.

April 1, 1927

Amended at—

Annual Meeting of January 29, 1931
Annual Meeting of January 29, 1932
Special Meeting of March 6, 1934
Annual Meeting of January 30, 1935
Special Meeting of September 16, 1937
Annual Meeting of February 21, 1939
Annual Meeting of February 29, 1944
Special Meeting of June 22, 1944
Annual Meeting of February 28, 1945
Annual Meeting of February 27, 1946

Annual Meeting of April 15, 1948
Special Meeting of August 12, 1948
Annual Meeting of April 26, 1951
Annual Meeting of April 15, 1954
Annual Meeting of April 21, 1955

BY - LAWS

Article I

Membership

Section 1. The membership of this Corporation shall consist of three categories, namely, (a) active members, (b) associate members, and (c) honorary members.

Section 2. Active Membership: Active Membership shall be restricted to (a) signers of the petition for incorporation; (b) officials or officers in the service of the United States of America, directly or through corporations controlled by the United States of America, or of the District of Columbia, whose grade is equal to or higher than chief clerk, or chief of a section, division or bureau; (c) active members who have retired from Government service, upon re-election to membership.

Active members shall be listed in six annual classes, according to the year of their election. The membership of those in the class of longest service shall expire at the following annual meeting, and each following class, in chronological order, shall cease to be members at the subsequent annual meetings unless re-elected for a new term of six years. The foregoing shall not apply to the original members at the time of incorporation, whose membership shall continue during the period of their natural lives.

Section 3. Associate Membership: Any employee of the Corporation may be elected by a majority vote of the trustees to associate membership. Associate members shall have all the rights and privileges of members except that of voting at meetings of the Corporation and on the election of officers or honorary members and on changes or amendments to these By-laws, when voted on by written ballot circulated by mail or otherwise. Membership of an Associate Member shall cease when the employee leaves the service of the Corporation.

Section 4. Honorary Membership: Honorary members shall be selected by an affirmative vote of two-thirds of the active members present at any general meeting of the Corporation, provided notice of the fact that such candidate for honorary membership is to be voted upon shall have been sent to all active members by mail or otherwise at least ten days before the date on which the election is to be held. Honorary members should usually be chosen only from among persons well known for their accomplishments in public charities or welfare work or recreational activities, or whose high rank and interest in such activities suggest their qualifications for such a special compliment. Honorary members shall not be eligible for office but their term of membership shall be indefinite.

Section 5. Active members shall be elected to membership for a period of six years by a unanimous vote of all the trustees of the Corporation or two-thirds of the members at a meeting of the Corporation. The election of active members at a membership meeting shall be by secret ballot.

Section 6. The term of an active member may be terminated for good cause, by a two-thirds vote of the Board of Trustees; provided that such member shall have been given ten days' written notice of the charges against him and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which such vote is to be taken.

Article II

Corporation Meetings

Section 1. Annual Meeting: The annual meeting of the Corporation shall be held at the principal office of the Corporation in the City of Washington, D. C. on the third Thursday in April unless otherwise designated by the Board of Trustees, for the purpose of election of Trustees, presentation of the annual reports of the officers, and for the transaction of such other business as may be brought before the meeting.

It shall be the duty of the Secretary to notify all active, associate and honorary members by mail as to the date and hour of each annual meeting not less than ten days before the date set for the meeting.

Section 2. Special Meetings: Special meetings shall be called by the Chairman of the Board and President, to be held at the principal office of the Corporation in the City of Washington, D. C., upon written request or by vote of a majority of the Board of Trustees, or upon written request of not less than ten (10) active members of the Corporation.

Written notice of each special meeting, indicating briefly the object or objects thereof and the date and hour of same, shall be mailed by the Secretary to all members at least ten days prior to the meeting. No business other than that announced in the notices shall be considered at these special meetings.

Section 3. Quorum: At any meeting of the Corporation, a majority of the active membership, but not less than fifteen active members, shall constitute a quorum for the transaction of business.

Section 4. Voting: Each member entitled to vote shall have one vote and voting shall be in person and not by proxy.

Article III

Board of Trustees

Section 1. The affairs of this Corporation shall be managed and governed by a Board comprised of eleven trustees who shall be elected by secret ballot from the active membership of the Corporation at the regular annual meeting and who shall hold office until their successors are elected and qualified as aforesaid.

Section 2. The trustees shall elect the officers of the Board and appoint the Executive Vice President and General Manager, the Treasurer, the Secretary, and all other agents of the Corporation.

Section 3. At the annual meeting of the Corporation to be held in February, 1939, three trustees shall be elected for a term of three years, three trustees shall be elected for a term of two years, and three trustees shall be elected for a term of one year. Thereafter trustees shall be elected for a term of three years.

At the annual meeting of the Corporation to be held in April, 1955, four trustees shall be elected for a term of three years and one trustee shall be elected for a term of two years. Thereafter trustees shall be

elected for a term of three years.

Section 4. In case of any vacancy in the Board of Trustees through death, resignation, disqualification, or other cause, the remaining trustees, by affirmative vote of a majority thereof by secret ballot, may elect a successor from the membership to hold office until the election of his successor by the active members at the next annual meeting or at a special meeting held pursuant to notice as aforesaid, which notice shall state that the purpose of the meeting is to fill the unexpired term or terms.

Section 5. Regular Meetings: Regular meetings of the Board of Trustees shall be held once a month at the principal office of the Corporation or such other place as may be designated.

Section 6. Special Meetings: Special meetings of the Board of Trustees shall be held whenever called by the Chairman of the Board and President or by written request of not less than one-third of the trustees.

Section 7. Quorum: A majority of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 8. No compensation, remuneration or payment of any kind or in any form shall be paid to any trustee; provided, however, that trustees shall be reimbursed for actual expenses incurred on behalf of or for the benefit of the Corporation, and may receive the benefit of any special concession accorded employees of the Corporation.

Section 9. The Board of Trustees shall establish policies, assign duties to the officers and committees, and generally direct the affairs of the Corporation. The Board shall delegate to the appointed officers such duties and functions as it deems proper. The Board shall fix a scale of salaries and wages and the amount of fiduciary bonds, allot funds to special purposes, pass upon all new projects and activities, or upon the extension or reduction of either, and shall supervise the work of the officers of the Corporation as may be required to secure an efficient administration.

Section 10. The Board of Trustees shall appoint or authorize such additional employees and such standing and special committees as may be advisable from time to time, but no committee shall comprise more than three (3) trustees at any time, except that each committee shall have one alternate member who shall serve in the absence of a regular member. The Chairman of the Board and President shall designate the trustees to serve on such committees and shall himself be ex-officio a member of all committees and have a vote thereon, but shall not act as chairman thereof.

Article IV

Officers

Section 1. The officers of this Corporation shall consist of a Chairman of the Board and President, a Vice Chairman of the Board, an Executive Vice-President and General Manager, a Treasurer and a Secretary. The Chairman and Vice Chairman of the Board shall be elected by the trustees at the first meeting of the Board of Trustees to be held immediately following adjournment of the annual meeting and shall hold office for one year, and until their respective successors shall have been duly elected and qualified.

Section 2. Only members of the Board of Trustees shall be eligible to be Chairman of the Board and President and Vice Chairman of the Board.

Section 3. The Executive Vice-President and General Manager, the Secretary and the Treasurer may be appointed from the active or associate members, but shall not be members of the Board of Trustees. When desirable, the Board of Trustees may select from among the active and associate members an Assistant Secretary and an Assistant Treasurer with full responsibility and authority to act as Secretary and Treasurer in the absence of these officers.

Section 4. Powers and Duties of the Officers:

Chairman of the Board and President: The Chairman of the Board and President shall preside at all meetings of the Corporation and of the trustees, and shall have general charge of and control over the affairs of the Corporation, subject to the Board of Trustees.

Vice Chairman of the Board: The Vice Chairman of the Board shall perform such duties as may be assigned to him by the Board of Trustees. In case of the death, disability or absence of the Chairman of the Board and President, he shall perform and be vested with all of the duties and powers of the Chairman of the Board and President.

Executive Vice President and General Manager: The Executive Vice President and General Manager shall be the executive in charge of activities of the Corporation, except those assigned to the Treasurer and the Secretary, in keeping with policies and instructions of the Board of Trustees, and shall perform such other duties as may be delegated to him by the Board.

Treasurer: The Treasurer shall supervise the keeping of accounts of all monies of the Corporation received and disbursed, and shall direct the deposit of all monies and valuables in the name of and to the credit of the Corporation in such banks or depositories as the Board of Trustees shall designate, and perform such other duties as may be delegated to him by the Board of Trustees.

Secretary: The Secretary shall keep a record of the minutes of the proceedings of meetings and shall give notice as required in these By-Laws of all such meetings. He shall have custody of all books, records, and papers of the Corporation except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Trustees. He shall have custody of the Seal of the Corporation.

The responsibilities of Treasurer and Secretary may be vested in one individual.

Article V

General Provisions

Section 1. Agreements with the Government for concessions or major activities shall be entered into on behalf of the Corporation only upon previous approval by the Board of Trustees. The Board of Trustees shall designate the officers of the Corporation having authority to sign such

agreements, which shall further be attested by the Secretary. The Secretary shall also affix the Seal of the Corporation thereon.

Section 2. The Corporate Seal shall be circular with the name of the Corporation and place of incorporation contained in clear type within two concentric circles. Inside this legend shall be contained the insignia of the Corporation.

Section 3. These By-Laws may be amended by a two-thirds vote of the active members present and voting at an annual or a special meeting; provided, that the full text of the proposed amendments shall be mailed to all members not less than ten days before the date set for the meeting.

Section 4. Robert's Rules of Order shall be the deciding factor in all parliamentary disputes not covered by these By-Laws.